



HEALTH QUARTERLY STATEMENT

AS OF MARCH 31, 2006  
OF THE CONDITION AND AFFAIRS OF THE

MEMPHIS MANAGED CARE CORPORATION

NAIC Group Code 0000 (Current Period) , 2005 (Prior Period) NAIC Company Code 00000 Employer's ID Number 621539163

Organized under the Laws of TENNESSEE , State of Domicile or Port of Entry Tennessee

Country of Domicile US

Licensed as business type:

Life Accident and Health [ ] Property/Casualty [ ] Hospital, Medical and Dental Service or Indemnity [ ]  
Dental Service Corporation [ ] Vision Service Corporation [ ] Other [ ]  
Health Maintenance Organization [ X ] Is HMO Federally Qualified? Yes (X) No ( )

Incorporated July 7, 1993 Commenced Business January 1, 1994

Statutory Home Office 1407 Union Ave. Suite 200, Memphis, Tennessee 38104 (Street and Number, City or Town, State and Zip Code)

Main Administrative Office 1407 Union Ave. Suite 200, Memphis, Tennessee 38104 (Street and Number, City or Town, State and Zip Code) 901-725-7100 (Area Code) (Telephone Number)

Mail Address 1407 Union Ave. Suite 200, Memphis, Tennessee 38104 (Street and Number, City or Town, State and Zip Code)

Primary Location of Books and Records 1407 Union Ave. Suite 200, Memphis, Tennessee 38104 (Street and Number, City or Town, State and Zip Code)  
901-725-7100 (Area Code) (Telephone Number)

Internet Website Address www.mmcc-tlc.com

Statutory Statement Contact Cheryl A. Miller (Name) 901-725-7100 (Area Code) (Telephone Number) (Extension)  
cmiller@mmcc-tlc.com (E-Mail Address) 901-405-7802 (Fax Number)

Policyowners 1407 Union Ave. Suite 200, Memphis, Tennessee 38104 (Street and Number, City or Town, State and Zip Code) 901-725-7100 (Area Code) (Telephone Number) (Extension)  
Relations  
Contact and  
Phone Number

OFFICERS

- 1. AL KING (President)
- 2. BRUCE STEINHAUER, DR. (Secretary)

VICE PRESIDENTS

DIRECTORS OR TRUSTEES

State of Tennessee }  
County of SHELBY } SS

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively.

AL KING President  
BRUCE STEINHAUER, DR. Secretary

Subscribed and sworn to before me this  
24 day of May, 2006

- a. Is this an original filing? Yes (X) No ( )
- b. If no: 1. State the amendment number  
2. Date filed  
3. Number of pages attached

NOTARY PUBLIC (Seal)

ASSETS

	Current Statement Date			4
	1	2	3	
	Assets	Nonadmitted Assets	Net Admitted Assets (Col. 1 minus Col. 2)	Prior Year Net Admitted Assets
1. Bonds .....	16,031,398		16,031,398	17,364,710
2. Stocks:				
2.1 Preferred stocks .....				
2.2 Common stocks .....				
3. Mortgage loans on real estate:				
3.1 First liens .....				
3.2 Other than first liens .....				
4. Real estate:				
4.1 Properties occupied by the company (less \$ ..... encumbrances) .....				
4.2 Properties held for the production of income (less \$ ..... encumbrances) .....				
4.3 Properties held for sale (less \$ ..... encumbrances) .....				
5. Cash (\$ ..... 3,906,240 ), cash equivalents (\$ ..... ) and short-term investments (\$ ..... ) .....	3,906,240		3,906,240	5,991,255
6. Contract loans (including \$ ..... premium notes) .....				
7. Other invested assets .....	1,453,390		1,453,390	
8. Receivables for securities .....				
9. Aggregate write-ins for invested assets .....				
10. Subtotals, cash and invested assets (Line 1 to Line 9) .....	21,391,028		21,391,028	23,355,965
11. Title plants less \$ ..... charged off (for Title insurers only) .....				
12. Investment income due and accrued .....	136,563		136,563	165,141
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection .....				
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ ..... earned but unbilled premiums) .....				
13.3 Accrued retrospective premiums .....				
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers .....				
14.2 Funds held by or deposited with reinsured companies .....				
14.3 Other amounts receivable under reinsurance contracts .....				
15. Amounts receivable relating to uninsured plans .....				
16.1 Current federal and foreign income tax recoverable and interest thereon .....				
16.2 Net deferred tax asset .....				
17. Guaranty funds receivable or on deposit .....				
18. Electronic data processing equipment and software .....	626,767	626,767		
19. Furniture and equipment, including health care delivery assets (\$ ..... ) .....	133,469	133,469		
20. Net adjustment in assets and liabilities due to foreign exchange rates .....				
21. Receivables from parent, subsidiaries and affiliates .....	639,597		639,597	563,933
22. Health care (\$ ..... ) and other amounts receivable .....	8,537,371		8,537,371	4,766,529
23. Aggregate write-ins for other than invested assets .....	687,377	687,377		
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Line 10 to Line 23) .....	32,152,172	1,447,613	30,704,559	28,851,568
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....				
26. Totals (Line 24 and Line 25) .....	32,152,172	1,447,613	30,704,559	28,851,568
DETAILS OF WRITE-INS				
0901. ....				
0902. ....				
0903. ....				
0998. Summary of remaining write-ins for Line 9 from overflow page .....				
0999. Totals (Line 0901 through Line 0903 plus Line 0998) (Line 9 above) .....				
2301. Prepaid Expenses .....	597,377	597,377		
2302. Provider Advances .....	90,000	90,000		
2303. ....				
2398. Summary of remaining write-ins for Line 23 from overflow page .....				
2399. Totals (Line 2301 through Line 2303 plus Line 2398) (Line 23 above) .....	687,377	687,377		

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1	2	3	4
	Covered	Uncovered	Total	Total
1. Claims unpaid (less \$ ..... reinsurance ceded) .....				
2. Accrued medical incentive pool and bonus amounts .....				
3. Unpaid claims adjustment expenses .....				
4. Aggregate health policy reserves .....				
5. Aggregate life policy reserves .....				
6. Property/casualty unearned premium reserve .....				
7. Aggregate health claim reserves .....				
8. Premiums received in advance .....				
9. General expenses due or accrued .....	2, 108,079		2, 108,079	2,313,261
10.1 Current federal and foreign income tax payable and interest thereon (including \$ ..... on realized gains (losses)) .....				
10.2 Net deferred tax liability .....				
11. Ceded reinsurance premiums payable .....				
12. Amounts withheld or retained for the account of others .....				
13. Remittances and items not allocated .....				
14. Borrowed money (including \$ ..... current) and interest thereon \$ ..... (including \$ ..... current) .....				
15. Amounts due to parent , subsidiaries and affiliates .....				
16. Payable for securities .....				
17. Funds held under reinsurance treaties with (\$ ..... authorized reinsurers and \$ ..... unauthorized reinsurers) .....				
18. Reinsurance in unauthorized companies .....				
19. Net adjustments in assets and liabilities due to foreign exchange rates .....				
20. Liability for amounts held under uninsured plans .....				
21. Aggregate write-ins for other liabilities (including \$ ..... current) .....				
22. Total liabilities (Line 1 to Line 21) .....	2, 108,079		2, 108,079	2,313,261
23. Aggregate write-ins for special surplus funds .....	XXX	XXX		
24. Common capital stock .....	XXX	XXX		
25. Preferred capital stock .....	XXX	XXX		
26. Gross paid in and contributed surplus .....	XXX	XXX	3, 699,498	3, 699,498
27. Surplus notes .....	XXX	XXX		
28. Aggregate write-ins for other than special surplus funds .....	XXX	XXX		
29. Unassigned funds (surplus) .....	XXX	XXX	24, 896,982	22, 838, 810
30. Less treasury stock, at cost:				
30.1 ..... shares common (value included in Line 24 \$ ..... ) .....	XXX	XXX		
30.2 ..... shares preferred (value included in Line 25 \$ ..... ) .....	XXX	XXX		
31. Total capital and surplus (Line 23 to Line 29 minus Line 30) .....	XXX	XXX	28, 596,480	26, 538, 308
32. Total Liabilities, capital and surplus (Line 22 and Line 31) .....	XXX	XXX	30, 704, 559	28, 851, 569
DETAILS OF WRITE-INS				
2101. ....				
2102. ....				
2103. ....				
2198. Summary of remaining write-ins for Line 21 from overflow page .....				
2199. Totals (Line 2101 through Line 2103 plus Line 2198) (Line 21 above) .....				
2301. ....	XXX	XXX		
2302. ....	XXX	XXX		
2303. ....	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page .....	XXX	XXX		
2399. Totals (Line 2301 through Line 2303 plus Line 2398) (Line 23 above) .....	XXX	XXX		
2801. ....	XXX	XXX		
2802. ....	XXX	XXX		
2803. ....	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page .....	XXX	XXX		
2899. Totals (Line 2801 through Line 2803 plus Line 2898) (Line 28 above) .....	XXX	XXX		

STATEMENT OF REVENUE AND EXPENSES

	Current Year to Date		Prior Year to Date
	1	2	3
	Uncovered	Total	Total
1. Member Months .....	X X X	518,118	2,246,795
2. Net premium income (including \$ ..... non-health premium income) .....	X X X		
3. Change in unearned premium reserves and reserve for rate credits .....	X X X		
4. Fee-for-service (net of \$ ..... medical expenses) .....	X X X		
5. Risk revenue .....	X X X		
6. Aggregate write-ins for other health care related revenues .....	X X X		
7. Aggregate write-ins for other non-health revenues .....	X X X		
8. Total revenues (Line 2 to Line 7) .....	X X X		
<b>Hospital and Medical:</b>			
9. Hospital/medical benefits .....			
10. Other professional services .....			
11. Outside referrals .....			
12. Emergency room and out-of-area .....			
13. Prescription drugs .....			
14. Aggregate write-ins for other hospital and medical .....			
15. Incentive pool, withhold adjustments and bonus amounts .....			
16. Subtotal (Line 9 to Line 15) .....			
<b>Less:</b>			
17. Net reinsurance recoveries .....			
18. Total hospital and medical (Line 16 minus Line 17) .....			
19. Non-health claims (net) .....			
20. Claims adjustment expenses, including \$ ..... cost containment expenses .....		586,656	2,688,754
21. General administrative expenses .....		(1,354,083)	(8,711,995)
22. Increase in reserves for life and accident and health contracts (including \$ ..... increase in reserves for life only) .....			
23. Total underwriting deductions (Line 18 through Line 22) .....		(767,427)	(6,023,241)
24. Net underwriting gain or (loss) (Line 8 minus Line 23) .....	X X X	767,427	6,023,241
25. Net investment income earned .....		308,255	864,208
26. Net realized capital gains (losses) less capital gains tax of \$ .....			
27. Net investment gains (losses) (Line 25 plus Line 26) .....		308,255	864,208
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ ..... ) (amount charged off \$ ..... )] .....			
29. Aggregate write-ins for other income or expenses .....		42,840	1,085,237
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Line 24 plus Line 27 plus Line 28 plus Line 29) .....	X X X	1,118,522	7,972,686
31. Federal and foreign income taxes incurred .....	X X X		
32. Net income (loss) (Line 30 minus Line 31) .....	X X X	1,118,522	7,972,686
<b>DETAILS OF WRITE-INS</b>			
0601. ....	X X X		
0602. ....	X X X		
0603. ....	X X X		
0698. Summary of remaining write-ins for Line 6 from overflow page .....	X X X		
0699. Totals (Line 0601 through Line 0603 plus Line 0698) (Line 6 above) .....	X X X		
0701. ....	X X X		
0702. ....	X X X		
0703. ....	X X X		
0798. Summary of remaining write-ins for Line 7 from overflow page .....	X X X		
0799. Totals (Line 0701 through Line 0703 plus Line 0798) (Line 7 above) .....	X X X		
1401. ....			
1402. ....			
1403. ....			
1498. Summary of remaining write-ins for Line 14 from overflow page .....			
1499. Totals (Line 1401 through Line 1403 plus Line 1498) (Line 14 above) .....			
2901. OTHER REVENUE .....		42,840	1,085,237
2902. ....			
2903. ....			
2998. Summary of remaining write-ins for Line 29 from overflow page .....			
2999. Totals (Line 2901 through Line 2903 plus Line 2998) (Line 29 above) .....		42,840	1,085,237

STATEMENT OF REVENUE AND EXPENSES (continued)

CAPITAL AND SURPLUS ACCOUNT	1	2	3
	Current Year to Date	Prior Year To Date	Prior Year
33. Capital and surplus prior reporting year .....	26,539,128	21,118,907	
34. Net income (loss) from Line 32 .....	1,118,522	7,972,686	
35. Change in valuation basis of aggregate policy and claims reserves .....			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ .....			
37. Change in net unrealized foreign exchange capital gain or (loss) .....			
38. Change in net deferred income tax .....			
39. Change in nonadmitted assets .....	(326,537)	447,535	
40. Change in unauthorized reinsurance .....			
41. Change in treasury stock .....			
42. Change in surplus notes .....			
43. Cumulative effect of changes in accounting principles .....			
44. Capital Changes:			
44.1 Paid in .....			
44.2 Transferred from surplus (Stock Dividend) .....			
44.3 Transferred to surplus .....			
45. Surplus adjustments:			
45.1 Paid in .....			
45.2 Transferred to capital (Stock Dividend) .....			
45.3 Tranferred from capital .....			
46. Dividends to stockholders .....		(3,000,000)	
47. Aggregate write-ins for gains or (losses) in surplus .....	1,266,197		
48. Net change in capital and surplus (Line 34 to Line 47) .....	2,058,182	5,420,221	
49. Capital and surplus end of reporting period (Line 33 plus Line 48) .....	28,597,310	26,539,128	
DETAILS OF WRITE-INS			
4701. Audit Adjustment .....	1,266,197		
4702. ....			
4703. ....			
4798. Summary of remaining write-ins for Line 47 from overflow page .....			
4799. Totals (Line 4701 through Line 4703 plus Line 4798) (Line 47 above) .....	1,266,197		

Report #2A: TENNCARE OPERATIONS STATEMENT OF REVENUES AND EXPENSES

	Current Year		Previous Year
	Current Period	Year to Date Total	Total
Member Months	518,118	518,118	2,246,795
<b>REVENUES:</b>			
1 TennCare Capitation	47,326,562	47,326,562	367,876,872
2 Investment	308,255	308,255	864,208
3 Other Revenue	(41,555)	(41,555)	43,358
4 Total Revenue	47,593,263	47,593,263	368,784,439
<b>EXPENSES:</b>			
Medical and Hospital Services			
5 Capitated Physician Services	3,461,197	3,461,197	12,205,478
6 Fee for Service Physician Services	3,104,821	3,104,821	93,556,322
7 Inpatient Hospital Services	19,025,370	19,025,370	90,584,074
8 Outpatient Services	372	372	138,972
9 Emergency Room Services	6,582,067	6,582,067	27,868,700
10 Mental Health Services	3,706	3,706	17,119
11 Dental Services	-	-	-
12 Vision Services	432,487	432,487	1,926,889
13 Pharmacy Services	-	-	2,511
14 Home Health Services	1,325,770	1,325,770	3,589,644
15 Chiropractic Services	-	-	-
16 Radiology Services	783,118	783,118	5,275,687
17 Laboratory Services	1,777,332	1,777,332	10,909,636
18 Durable Medical Equipment Services	89,625	89,625	928,798
19 Transportation Services	1,095,502	1,095,502	4,043,600
20 Outside Referrals	-	-	-
21 Medical incentive Pool and Withhold Adjustments	-	-	-
22 Occupancy Depreciation and Amortization	-	-	-
23 Other Medical and Hospital Services	4,380,028	4,380,028	80,912,940
24 Subtotal	42,061,396	42,061,396	331,960,371
25 Reinsurance Expense Net of Recoveries	-	-	1,190,059
<b>LESS:</b>			
26 Copayments	-	-	-
27 Subrogation	-	-	6,093
28 Coordination of Benefits	-	-	244
29 Subtotal	-	-	6,336
30 TOTAL MEDICAL AND HOSPITAL	42,061,396	42,061,396	333,144,093
<b>Administration</b>			
31 Compensation	2,223,202	2,223,202	9,881,839
32 Marketing	19,499	19,499	61,912
33 Interest Expense	92	92	-
34 Premium Tax Expense	-	-	11,245,609
35 Occupancy Depreciation and Amortization	133,289	133,289	858,581
36 Other Administration	1,983,618	1,983,618	7,995,175
37 TOTAL ADMINISTRATION	4,359,699	4,359,699	30,043,116
38 TOTAL EXPENSES	46,421,095	46,421,095	362,997,880
39 NET INCOME (LOSS)	1,172,168	1,172,168	8,188,759

CASH FLOW

	1	2
	Current Year To Date	Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance		
2. Net investment income	171,692	864,208
3. Miscellaneous income		
4. Total (Line 1 through Line 3)	171,692	864,208
5. Benefit and loss related payments		
6. Net transfers to Separate, Segregated Accounts and Protected Cell Accounts		
7. Commissions, expenses paid and aggregate write-ins for deductions	(724,587)	3,773,991
8. Dividends paid to policyholders		
9. Federal and foreign income taxes paid (recovered) \$ net of tax on capital gains (losses)		
10. Total (Line 5 through Line9)	(724,587)	3,773,991
11. Net cash from operations (Line 4 minus Line 10)	896,279	(2,909,783)
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds		
12.2 Stocks		
12.3 Mortgage loans		
12.4 Real estate		
12.5 Other invested assets		
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments		
12.7 Miscellaneous proceeds		
12.8 Total investment proceeds (Line 12.1 through Line 12.7)		
13. Cost of investments acquired (long-term only):		
13.1 Bonds		
13.2 Stocks		
13.3 Mortgage loans		
13.4 Real estate		
13.5 Other invested assets	1,453,390	
13.6 Miscellaneous applications		
13.7 Total investments acquired (Line 13.1 through Line 13.6)	1,453,390	
14. Net increase or (decrease) in contract loans and premium notes		(1,971,582)
15. Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)	(1,453,390)	1,971,582
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes		
16.2 Capital and paid in surplus, less treasury stock		3,699,498
16.3 Borrowed funds		
16.4 Net deposits on deposit-type contracts and other insurance liabilities		
16.5 Dividends to stockholders		(3,000,000)
16.6 Other cash provided (applied)	300,063	229,959
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	300,063	6,929,457
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17)	(257,048)	5,991,256
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year	5,991,256	
19.2 End of period (Line 18 plus Line 19.1)	5,734,208	5,991,256

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20.0001		
20.0002		
20.0003		
20.0004		
20.0005		
20.0006		
20.0007		
20.0008		
20.0009		
20.0010		

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1  Total	Comprehensive (Hospital and Medical)		4  Medicare Supplement	5  Vision Only	6  Dental Only	7  Federal Employees Health Benefit Plan	8  Title XVIII Medicare	9  Title XIX Medicaid	10  Stop Loss	11  Disability Income	12  Long-Term Care	13  Other
		2  Individual	3  Group										
Total Members at end of:													
1. Prior Year .....	2,246,795								2,246,795				
2. First Quarter .....	518,118								518,118				
3. Second Quarter .....													
4. Third Quarter .....													
5. Current Year .....													
6. Current Year Member Months .....	518,118								518,118				
Total Member Ambulatory Encounters for Period:													
7. Physician .....	187,315								187,315				
8. Non-Physician .....	7,221								7,221				
9. Total .....	194,536								194,536				
10. Hospital Patient Days Incurred .....	25,022								25,022				
11. Number of Inpatient Admissions .....	6,749								6,749				
12. Health Premiums Written .....													
13. Life Premiums Direct .....													
14. Property/Casualty Premiums Written .....													
15. Health Premiums Earned .....													
16. Property/Casualty Premiums Earned .....													
17. Amount Paid for Provision of Health Care Services .....													
18. Amount Incurred for Provision of Health Care Services .....													

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
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NONE

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5  Claims Incurred in Prior Years (Columns 1 plus 3)	6  Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1  On Claims Incurred Prior to January 1 of Current Year	2  On Claims Incurred During the Year	3  On Claims Unpaid December 31 of Prior Year	4  On Claims Incurred During the Year		
1. Comprehensive (hospital and medical) .....						
2. Medicare Supplement .....						
3. Dental only .....						
4. Vision only .....						
5. Federal Employees Health Benefits Plan .....						
6. Title XVIII - Medicare .....						
7. Title XIX - Medicaid .....						
8. Other health .....						
9. Health subtotal (Line 1 to Line 8) .....						
10. Healthcare recievables (a) .....						
11. Other non-health .....						
12. Medical incentive pools and bonus amounts .....						
13. Totals .....						

(a) Excludes \$ ..... loans or advances to providers not yet expensed.

## NOTES TO FINANCIAL STATEMENTS

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### 17C. Wash Sales

MMCC did not engage in any wash sales for the quarter.

### Events subsequent to the end of the most recent fiscal year

MMCC has formed a wholly owned taxable subsidiary known as “Midsouth Health Solutions”. MMCC purchased from MHS 100% of the issued and outstanding common stock for \$1,500,000.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since prior year end unless otherwise noted)

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ( ) No (X)
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes ( ) No ( )
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ( ) No (X)
- 2.2

If yes, date of change:  
If not previously filed, furnish herewith a certified copy of the instrument as amended.

.....
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?  
  
If yes, complete the Schedule Y - Part 1 - organizational chart.

Yes ( ) No (X)
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ( ) No (X)
- 4.2

If yes, provide name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile
.....	.....	.....
.....	.....	.....
.....	.....	.....

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?  
  
If yes, attach an explanation.

Yes ( ) No ( ) N/A (X)
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

03/31/2001
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity.  
This date should be the date of the examined balance sheet and not the date the report was completed or released.

10/31/2002
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity.  
This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

10/31/2002
- 6.4

By what department or departments?  
  
.....
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? (You need not report an action, either formal or informal, if a confidentiality clause is part of the agreement.)

Yes ( ) No (X)
- 7.2

If yes, give full information  
  
.....
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes ( ) No (X)
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.  
  
.....
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes ( ) No (X)
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
.....	.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....	.....

FINANCIAL

- 9.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes ( ) No (X)
- 9.2

If yes, indicate the amounts receivable from parent included in the Page 2 amount:

\$.....

SCHEDULE A - VERIFICATION

Real Estate

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Increase (decrease) by adjustment		
3. Cost of acquired		
4. Cost of additions to and permanent improv		
5. Total profit (loss) on sales		
6. Increase (decrease) by foreign exchange		
7. Amount received on sales		
8. Book/adjusted carrying value at end of cur		
9. Total valuation allowance		
10. Subtotal (Line 8 plus Line 9)		
11. Total nonadmitted amounts		
12. Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)		

SCHEDULE B - VERIFICATION

Mortgage Loans

	1 Year To Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest on mortgages owned, December 31 of prior year		
2. Amount loaned during period:		
2.1. Actual cost at time of acquisitions		
2.2. Additional investment made after a		
3. Accrual of discount and mortgage interest		
4. Increase (decrease) by adjustment		
5. Total profit (loss) on sale		
6. Amounts paid on account or in full during t		
7. Amortization of premium		
8. Increase (decrease) by foreign exchange		
9. Book value/recorded investment excluding		
10. Total valuation allowance		
11. Subtotal (Line 9 plus Line 10)		
12. Total nonadmitted amounts		
13. Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)		

SCHEDULE BA - VERIFICATION

Other Invested Assets

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year		
2. Cost of acquisitions during period:		
2.1. Actual cost at time of acquisitions	1,453,390	
2.2. Additional investment made after acquisitions		
3. Accrual of discount		
4. Increase (decrease) by adjustment		
5. Total profit (loss) on sale		
6. Amounts paid on account or in full during the period		
7. Amortization of premium		
8. Increase (decrease) by foreign exchange adjustment		
9. Book/adjusted carrying value of long-term invested assets at end of current period	1,453,390	
10. Total valuation allowance		
11. Subtotal (Line 9 plus Line 10)	1,453,390	
12. Total nonadmitted amounts		
13. Statement value of long term invested assets at end of current period (Page 2, Line 7, Column 3)	1,453,390	

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	17,364,710	3,203,495
2. Cost of bonds and stocks acquired	654,130	17,358,313
3. Accrual of discount		
4. Increase (decrease) by adjustment		
5. Increase (decrease) by foreign exchange adjustment		
6. Total profit (loss) on disposal	(30,201)	
7. Consideration for bonds and stocks disposed of	1,969,990	3,197,098
8. Amortization of premium	(12,749)	
9. Book/adjusted carrying value, current period	16,031,398	17,364,710
10. Total valuation allowance		
11. Subtotal (Line 9 plus Line 10)	16,031,398	17,364,710
12. Total nonadmitted amounts		
13. Statement value	16,031,398	17,364,710

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity  
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1.....	17,364,710	654,130	1,969,990	(17,452)	16,031,398			17,364,710
2. Class 2.....								
3. Class 3.....								
4. Class 4.....								
5. Class 5.....								
6. Class 6.....								
7. Total Bonds.....	17,364,710	654,130	1,969,990	(17,452)	16,031,398			17,364,710
PREFERRED STOCK								
8. Class 1.....								
9. Class 2.....								
10. Class 3.....								
11. Class 4.....								
12. Class 5.....								
13. Class 6.....								
14. Total Preferred Stock.....								
15. Total Bonds and Preferred Stock.....	17,364,710	654,130	1,969,990	(17,452)	16,031,398			17,364,710

SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
8299999 Totals .....	NONE		.....	.....	.....

SCHEDULE DA - PART 2 - VERIFICATION

Short-Term Investments Owned

	1	2
	Year To Date	Prior Year Ended December 31
1. Book / adjusted carrying value, December 31 of prior year .....	.....	.....
2. Cost of short-term investments acquired .....	.....	.....
3. Increase (decrease) by adjustment .....	.....	.....
4. Increase (decrease) by foreign exchange ac .....	.....	.....
5. Total profit (loss) on disposal of short-term i .....	NONE	
6. Consideration received on disposal of short-t .....		
7. Book / adjusted carrying value, current peric .....		
8. Total valuation allowance .....		
9. Subtotal (Line 7 plus Line 8) .....	.....	.....
10. Total nonadmitted amounts .....	.....	.....
11. Statement value (Line 9 minus Line 10) .....	.....	.....
12. Income collected during period .....	.....	.....
13. Income earned during period .....	.....	.....

SCHEDULE DB - PART F - SECTION 1

Replicated (Synthetic) Assets Open

Replicated (Synthetic) Asset					Components of the Replicated (Synthetic) Asset						
1	2	3	4	5	Derivative Instruments Open		Cash Instrument(s) Held				
Replication RSAT Number	Description	NAIC Designation or Other Description	Statement Value	Fair Value	6	7	8	9	10	11	12
					Description	Fair Value	CUSIP	Description	Statement Value	Fair Value	NAIC Designation or Other Description

NONE

SCHEDULE DB - PART F - SECTION 2

Reconciliation of Replicated (Synthetic) Assets Open

	First Quarter		Second Quarter		Third Quarter		Fourth Quarter		Year To Date	
	1	2	3	4	5	6	7	8	9	10
	Number of Positions	Total Replicated (Synthetic) Assets Statement Value	Number of Positions	Total Replicated (Synthetic) Assets Statement Value	Number of Positions	Total Replicated (Synthetic) Assets Statement Value	Number of Positions	Total Replicated (Synthetic) Assets Statement Value	Number of Positions	Total Replicated (Synthetic) Assets Statement Value
1. Beginning Inventory .....										
2. Add: Opened or Acquired Transactions .....										
3. Add: Increases in Replicated Asset Statement Value .....	X X X						X X X		X X X	
4. Less: Closed or Disposed of Transactions .....										
5. Less: Positions Disposed of for Failing Effectiveness Criteria .....										
6. Less: Decreases in Replicated (Synthetic) Asset Statement Value .....	X X X						X X X		X X X	
7. Ending Inventory .....										

NONE

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3  Name of Reinsurer	4  Location	5 Is Insurer Authorized? (Yes or No)
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NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

			1	2	Direct Business Only Year to Date					
			Guaranty Fund (Yes or No)	Is Insurer Licensed ? (Yes or No)	3	4	5	6 Federal Employees Health Benefits Program Premiums	7 Life and Annuity Premiums and Deposit-Type Contract Funds	8 Property/ Casualty Premiums
States, Etc.					Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX			
1.	Alabama .....	AL								
2.	Alaska .....	AK								
3.	Arizona .....	AZ								
4.	Arkansas .....	AR								
5.	California .....	CA								
6.	Colorado .....	CO								
7.	Connecticut .....	CT								
8.	Delaware .....	DE								
9.	District of Columbia .....	DC								
10.	Florida .....	FL								
11.	Georgia .....	GA								
12.	Hawaii .....	HI								
13.	Idaho .....	ID								
14.	Illinois .....	IL								
15.	Indiana .....	IN								
16.	Iowa .....	IA								
17.	Kansas .....	KS								
18.	Kentucky .....	KY								
19.	Louisiana .....	LA								
20.	Maine .....	ME								
21.	Maryland .....	MD								
22.	Massachusetts .....	MA								
23.	Michigan .....	MI								
24.	Minnesota .....	MN								
25.	Mississippi .....	MS								
26.	Missouri .....	MO								
27.	Montana .....	MT								
28.	Nebraska .....	NE								
29.	Nevada .....	NV								
30.	New Hampshire .....	NH								
31.	New Jersey .....									
32.	New Mexico .....									
33.	New York .....									
34.	North Carolina .....									
35.	North Dakota .....									
36.	Ohio .....									
37.	Oklahoma .....									
38.	Oregon .....									
39.	Pennsylvania .....									
40.	Rhode Island .....									
41.	South Carolina .....	SC								
42.	South Dakota .....	SD								
43.	Tennessee .....	TN								
44.	Texas .....	TX								
45.	Utah .....	UT								
46.	Vermont .....	VT								
47.	Virginia .....	VA								
48.	Washington .....	WA								
49.	West Virginia .....	WV								
50.	Wisconsin .....	WI								
51.	Wyoming .....	WY								
52.	American Samoa .....	AS								
53.	Guam .....	GU								
54.	Puerto Rico .....	PR								
55.	U.S. Virgin Islands .....	VI								
56.	Northern Mariana Islands .....	MP								
57.	Canada .....	CN								
58.	Aggregate Other Alien .....	OT	X X X	X X X						
59.	Subtotal .....		X X X	X X X						
60.	Reporting entity contributions for Employee Benefit Plans .....		X X X	X X X						
61.	Total (Direct Business) .....		X X X	(a)						
DETAILS OF WRITE-INS										
5801.	.....									
5802.	.....									
5803.	.....									
5898.	Summary of remaining write-ins for Line 58 from overflow page .....									
5899.	Total (Line 5801 through Line 5803 plus Line 5898) (Line 58 above) .....									

(a) Insert the number of yes responses except for Canada and Other Alien .

**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES  
OF INSURER MEMBERS OF A HOLDING COMPANY GROUP**

**PART 1 - ORGANIZATIONAL CHART**

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**NONE**

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SCHEDULE A - PART 2

Showing All Real Estate ACQUIRED During the Current Quarter

1  Description of Property	Location		4  Date Acquired	5  Name of Vendor	6  Actual Cost	7  Amount of Encumbrances	8 Book / Adjusted Carrying Value Less Encumbrances	9 Expended for Additions and Permanent Improvements
	2  City	3  State						

NONE

SCHEDULE A - PART 3

Showing All Real Estate SOLD During the Quarter , Including Payments During the Final Year on "Sales under Contract"

1  Description of Property	Location		4  Disposal Date	5  Name of Purchaser	6  Actual Cost	7  Increase (Decrease) by Adjustment	8 Increase (Decrease) by Foreign Exchange Adjustment	9 Expended for Additions, Permanent Improvements and Changes in Encumbrances	10 Book/Adjusted Carrying Value Less Encumbrances	11  Amounts Received	12  Foreign Exchange Profit (Loss) on Sale	13  Realized Profit (Loss) on Sale	14  Total Profit (Loss) on Sale	15 Gross Income Earned Less Interest Incurred on Encumbrances	16 Taxes, Repairs and Expenses Incurred
	2  City	3  State													

NONE

SCHEDULE B - PART 1

Showing All Mortgage Loans ACQUIRED during the Current Quarter

1	Location		4	5	6	7	8	9	10	11	12
Loan Number	2	3	Loan Type	Actual Cost	Date Acquired	Rate of Interest	Book Value/Recorded Investment Excluding Accrued Interest	Increase (Decrease) by Adjustment	Increase (Decrease) by Foreign Exchange Adjustment	Value of Land and Buildings	Date of Last Appraisal or Valuation
	City	State									

NONE

SCHEDULE B - PART 2

Showing All Mortgage Loans SOLD , Transferred or Paid in Full During the Current Quarter

1	Location		4	5	6	7	8	9	10	11	12	13
Loan Number	2	3	Loan Type	Date Acquired	Book Value/Recorded Investment Excluding Accrued Interest Prior Year	Increase (Decrease) by Adjustment	Increase (Decrease) by Foreign Exchange Adjustment	Book Value/Recorded Investment Excluding Accrued Interest at Disposition	Consideration Received	Foreign Exchange Profit (Loss) on Sale	Realized Profit (Loss) on Sale	Total Profit (Loss) on Sale
	City	State										

NONE

SCHEDULE BA - PART 1

Showing Other Long-Term Invested Assets ACQUIRED During the Current Quarter

1  CUSIP Identification	2  Name or Description	Location		5  Name of Vendor or General Partner	6  NAIC Designation	7  Date Originally Acquired	8  Type and Strategy	9  Actual Cost	10  Amount of Encumbrances	11  Book/Adjusted Carrying Value Less Encumbrances	12  Fair Value	13  Increase (Decrease) by Adjustment	14  Increase (Decrease) By Foreign Exchange Adjustment	15  Commitment for Additional Investment	16  Percentage of Ownership
		3  City	4  State												

NONE

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets SOLD, Transferred or Paid in Full During the Current Quarter

1  CUSIP Identification	2  Name or Description	Location		5  Name of Purchaser or Nature of Disposal	6  Date Originally Acquired	7  Book/Adjusted Carrying Value Less Encumbrances Prior Year	8  Increase (Decrease) by Adjustment	9  Increase (Decrease) by Foreign Exchange Adjustment	10  Book/Adjusted Carrying Value less Encumbrances on Disposal	11  Consideration Received	12  Foreign Exchange Gain (Loss) on Disposal	13  Realized Gain (Loss) on Disposal	14  Total Gain (Loss) on Disposal	15  Investment Income
		3  City	4  State											

NONE

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
Bonds - U. S. Governments									
912827-2J-0	U.S.TREASURY		03/01/2006	G.X.CLARKE AND COMPANY		101,406	100,000.00	259	
0399999	Subtotal - Bonds - U. S. Governments					101,406	100,000.00	259	
Bonds - All Other Governments									
3133XC-MU-4	FEDERAL HOME LOAN BANK		02/21/2006	U.S. BANKCORP PIPER JAFFRAY		104,631	105,000.00	234	
3133XC-XA-6	FEDERAL HOME LOAN BANK		03/14/2006	FIRST TN BANK		49,875	50,000.00	1,078	
1099999	Subtotal - Bonds - All Other Governments					154,506	155,000.00	1,312	
Bonds - Industrial and Miscellaneous (Unaffiliated)									
22541L-AD-5	CREDIT SUISSE FB USA		02/07/2006	ADP CLEARING SERVICES		100,937	100,000.00	1,789	
441812-JX-3	HOUSEHOLD FINANCE CORP		03/17/2006	SCOTT AND STRINGFELLOW INV. CORP		100,514	100,000.00	831	
244217-BH-7	JOHN DEERE CAPITAL CORP		02/07/2006	ADP CLEARING SERVICES		99,262	100,000.00	2,063	
717081-AK-9	PFIZER INC.		02/07/2006	SCOTT AND STRINGFELLOW INV. CORP		97,505	100,000.00	986	
4599999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					398,218	400,000.00	5,669	
6099997	Subtotal - Bonds - Part 3					654,130	655,000.00	7,240	
6099999	Subtotal - Bonds					654,130	655,000.00	7,240	
7499999	TOTALS					654,130		7,240	

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

STATEMENT AS OF MARCH 31, 2006 OF THE MEMPHIS MANAGED CARE CORPORATION

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identifi- cation	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort- ization) / Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B. /A. C. V. (11+12-13)	Total Foreign Exchange Change in B. /A. C. V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Designa- tion or Market Indi- cator (a)
Bonds - All Other Governments																					
3133MV-HK-2	FEDERAL HOME LOAN BANK		03/15/2006	SUNTRUST BANK		555,000	555,000.00	568,681	556,040		(1,040)		(1,040)		555,000				6,938	03/15/2006	
3133XA-WL-7	FEDERAL HOME LOAN BANK		03/01/2006	AMSOUTH BANK		100,000	100,000.00	100,000	100,000						100,000				1,057	03/01/2006	
313589-UW-1	FEDERAL NATIONAL MTG ASSN		03/29/2006	SUNTRUST BANK		489,990	500,000.00	489,990	497,109		(7,119)		(7,119)		489,990				10,010	03/29/2006	
3136F5-LZ-2	FEDERAL NATIONAL MTG ASSN		03/30/2006	SUNTRUST BANK		200,000	200,000.00	200,000	198,892		1,108		1,108		200,000				1,750	03/30/2006	
1099999	Subtotal - Bonds - All Other Governments					1,344,990	1,355,000.00	1,358,671	1,352,041		(7,051)		(7,051)		1,344,990				19,755		
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
073902-CB-2	BEAR STEARNS CO.		03/30/2006	AMSOUTH		100,000	100,000.00	99,513	104,638		(4,635)		(4,635)		100,000				1,500	03/30/2006	
423328-BS-1	HELLER FINANCIAL INC.		03/15/2006	AMSOUTH		100,000	100,000.00	103,026	100,568		(568)		(568)		100,000				3,188	03/15/2006	
441812-JT-2	HOUSEHOLD FINANCE CORP		01/24/2006	AMSOUTH		100,000	100,000.00	102,785	100,189		(189)		(189)		100,000				3,250	01/24/2006	
45974V-YY-8	INTERNATIONAL LEASE FINANCE		01/17/2006	AMSOUTH		125,000	125,000.00	125,671	125,033		(33)		(33)		125,000				1,278	01/17/2006	
86787E-AD-9	SUNTRUST BANK SER BKNT		01/30/2006	AMSOUTH		100,000	100,000.00	98,806	99,900		(100)		(100)		100,000				1,063	01/30/2006	
91159H-GH-7	U. S. BANKCORP SER N		03/30/2006	AMSOUTH		100,000	100,000.00	99,204	99,827		(173)		(173)		100,000				1,375	03/30/2006	
4599999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					625,000	625,000.00	629,005	630,155		(5,698)		(5,698)		625,000				11,654		
6099997	Subtotal - Bonds - Part 4					1,969,990	1,980,000.00	1,987,676	1,982,196		(12,749)		(12,749)		1,969,990				31,409		
6099999	Subtotal - Bonds					1,969,990	1,980,000.00	1,987,676	1,982,196		(12,749)		(12,749)		1,969,990				31,409		
7499999	TOTALS					1,969,990		1,987,676	1,982,196		(12,749)		(12,749)		1,969,990				31,409		

(a) For all common stock bearing the NAIC market indicator 'U' provide: the number of such issues

SCHEDULE DB - PART A - SECTION 1

Showing all Options, Caps, Floors and Insurance Futures Options Owned at Current Statement Date

1	2	3	4	5	6	7	8	9	10	11	12	13	14
Description	Number of Contracts or Notional Amount	Date of Maturity, Expiry, or Settlement	Strike Price, Rate or Index	Date of Acquisition	Exchange or Counterparty	Cost/Option Premium	Book Value	*	Statement Value	Fair Value	Year to Date Increase/(Decrease) by Adjustment	Used to Adjust Basis of Hedged Item	Other Investment/Miscellaneous Income

NONE

E06

SCHEDULE DB - PART B - SECTION 1

Showing all Options, Caps, Floors and Insurance Futures Options Written and In-Force at Current Statement Date

1	2	3	4	5	6	7	8	9	10	11	12	13	14
Description	Number of Contracts or Notional Amount	Date of Maturity, Expiry, or Settlement	Strike Price, Rate or Index	Date of Issuance/Purchase	Exchange or Counterparty	Consideration Received	Book Value	*	Statement Value	Fair Value	Year to Date Increase/(Decrease) by Adjustment	Used to Adjust Basis	Other Investment/Miscellaneous Income

NONE

SCHEDULE DB - PART C - SECTION 1

Showing all Collar , Swap and Forwards Open at Current Statement Date

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Description	Notional Amount	Date of Maturity , Expiry , or Settlement	Strike Price , Rate or Index Rec (Pay)	Date of Opening Position or Agreement	Exchange or Counterparty	Cost or (Consideration Received)	Book Value	*	Statement Value	Fair Value	Year to Date Increase (Decrease) by Adjustment	Used to Adjust Basis of Hedged Item	Other Investment / Miscellaneous Income	Potential Exposure

NONE

SCHEDULE DB - PART D - SECTION 1

Showing all Futures Contracts and Insurance Futures Contracts at Current Statement Date

1	2	3	4	5	6	7	8	9	Variation Margin Information			13
Description	Number of Contracts	Maturity Date	Original Value	Current Value	Variation Margin	Date of Opening Position	Exchange or Counterparty	Cash Deposit	10 Recognized	11 Used to Adjust Basis of Hedged Item	12 Deferred	Potential Exposure

NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1		2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
Depository		Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	6	7	8	*
Name	Location and Supplemental Information					First Month	Second Month	Third Month	
Open Depositories									
SUNTRUST	SUNTRUST BANK TN .-General Operating					115,397	115,397	115,282	
SUNTRUST	SUNTRUST BANK TN .-Investment					2,495,230	2,407,725	3,065,784	
AMSOUTH	AMSOUTH BANK TN .-General Operating					4,739,013	3,503,421	6,814,606	
AMSOUTH	AMSOUTH BANK TN .-Claims					(11,120,838)	(9,201,250)	(11,533,193)	
AMSOUTH	AMSOUTH BANK TN .-Payroll					913	4,787	5,285	
AMSOUTH	AMSOUTH BANK TN .-Escrow Cash					365,022	457,395	1,023,815	
AMSOUTH	AMSOUTH BANK TN .-Trust					6,426,880	4,183,629	4,414,061	
0199999 - TOTAL - Open Depositories						3,021,617	1,471,104	3,905,640	
0399999 - TOTAL Cash on Deposit						3,021,617	1,471,104	3,905,640	
0499999 - Cash in Company's Office						600	600	600	
0599999 - TOTALS						3,022,217	1,471,704	3,906,240	

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 CUSIP Identification	2 Description	3 Code	4 Date Acquired	5 Rate of Interest	6 Maturity Date	7 Book/Adjusted Carrying Value	8 Amount of Interest Due and Accrued	9 Gross Investment Income
------------------------------	------------------	-----------	--------------------	-----------------------	--------------------	--------------------------------------	--	---------------------------------

NONE